

Transferor Certification Statements

1) The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for *pro forma* transfers of control. See *Memorandum Opinion and Order*, 13 FCC Rod. 6293 (1998).

The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Type or Printed Name of Party Authorized to Sign:

151) First Name: Robert

MI: H

Last Name: McNamara

Suff:

152) Title: Senior Counsel, Regulatory

Signature:

R. H. McNamara

153) Date

8 Feb. '95

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Transferee Certification Statements

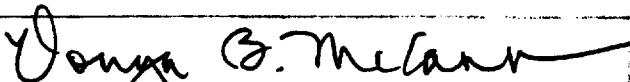
1) The Transferee certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lessee/Sublessee is subject to streamlined notification procedures for *pro forma* transfers of control. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Type or Printed Name of Party Authorized to Sign:

154) First Name: Vonya	MI: B	Last Name: McCann	SL#:
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155) Title Senior Vice President, Federal External Affairs

Signature 	156) Date
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

[illegible]FCC 603-T — Main Form
February 2004 — Page 13

Schedule for Assignment of Lease/Sublease or Transfer of Control of Lessee/Sublessee

General Transaction Information

- 1a) Is this a *pro forma* Assignment of a Lease/Sublease or a *pro forma* Transfer of Control of the Lessee/Sublessee? (☒) Yes No
- 1b) If the answer to Item 1a is 'Y', is this filing being submitted under the Commission's forbearance procedures for telecommunications licenses or telecommunications carriers? () Yes No
- 2) Is this filing a reporting of an involuntary assignment of a Lease/Sublease or an involuntary transfer of control of Lessee/Sublessee? (☒) Yes No

CMRS Spectrum

- 3a) Does the transaction involve Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) spectrum (referred to for purposes of this question as CMRS spectrum)? (☒) Yes No
- If the answer to Item 3a is 'Y', complete the following two questions.
- 3b) Does the Lessee/Sublessee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of CMRS spectrum (through License(s), Lease(s), or Sublease(s)) in the same geographic area? (☒) Yes No
- 3c) Does the Lease/Sublease reduce the number of entities providing CMRS in the affected market(s)? (☒) Yes No

Regulatory Status

- 4a) The Lessee/Sublessee will provide radio offerings on the following basis (enter all that apply):
(☒) Common Carrier () Non-common Carrier () Private, internal communications () Broadcast Services
- 4b) Does the regulatory status indicated in response to Item 4a differ from the regulatory status authorized with regard to the Licensee? (☒) Yes No
- 5a) The Lessee/Sublessee will provide the following type(s) of radio service (enter all that apply):
() Fixed (☒) Mobile () Radiolocation () Satellite (sound) () Broadcast services
- 5b) Does the type(s) of radio service indicated in response to Item 5a differ from the type(s) of radio service authorized to be provided by the Licensee? (☒) Yes No
- 6a) Does the Lessee/Sublessee propose to provide interconnected service? (☒) Yes No
- 6b) Does the response to Item 6a differ from whether the Licensee provides interconnected service? (☒) Yes No

**Form 603-T
Exhibit**

Please refer to the Lead Application, File Number 0002031766, "Application for Transfer of Control," Table J, for information about CMRS spectrum overlaps.

COPY

February 8, 2005

FCC/MELLON

FEB 08 2005

22:58

VIA COURIER

Federal Communications Commission
Media Bureau
P.O. Box 358205
Pittsburgh, PA 15251-5205

RE: FCC Form 327 for Transfer of Control

Dear Sir or Madam:

Enclosed herewith, on behalf of Sprint Corporation ("Sprint") and Nextel Communications, Inc. ("Nextel") is an FCC Form 327 for transfer of control of thirteen Cable Television Relay Service ("CARS") Station licenses.

Sprint and Nextel entered into an agreement for a merger of equals to combine their operations and assets, which include the transfer of control of over 40,000 FCC station licenses. The enclosed application requests the transfer of Nextel's CARS licenses to S-N Merger Corp., a wholly-owned subsidiary of Sprint. Upon approval by the Commission, there will not be a change in the licensee name, just a change in the controlling entity from Nextel to Sprint. This application is a part of a larger transaction with the lead application under ULS file number 0002031766.

Also included is an FCC Form 159 for payment of the associated FCC filing fees via credit card payment. If you have any questions or require additional information regarding this matter, please contact the undersigned at (703) 433-4211.

Respectfully submitted,

Robin J. Cohen

Robin J. Cohen
Senior Manager, Regulatory

Enclosures



FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

(1) LOCKBOX # 358205		(2) PAYEE NAME FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Nextel Communications, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$2860.00	
(4) STREET ADDRESS LINE NO. 1 2001 Edmund Halley Drive			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Reston		(7) STATE VA	(8) ZIP CODE 20191
(9) DAYTIME TELEPHONE NUMBER (include area code) 703-433-4000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003769890		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Nextel Spectrum Acquisition Corp.			
(14) STREET ADDRESS LINE NO. 1 2001 Edmund Halley Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Reston		(17) STATE VA	(18) ZIP CODE 20191
(19) DAYTIME TELEPHONE NUMBER (include area code) 703-433-4000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003768553		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID WLY457	(24A) PAYMENT TYPE CODE TIC	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 220.00	(27A) TOTAL FEE 220.00	(28A) FCC CODE 1	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID WLY458	(24B) PAYMENT TYPE CODE TIC	(25B) QUANTITY 1	
(26B) FEE DUE FOR (PTC) 220.00	(27B) TOTAL FEE 220.00	(28B) FCC CODE 1	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Robin J. Cohen</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Robin J. Cohen</u> DATE <u>2/8/05</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <u>X</u> _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER <u>[REDACTED]</u> EXPIRATION DATE <u>[REDACTED]</u>			
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE <u>Robert M. Hanan</u> DATE <u>8 Feb 05</u>			

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 2 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Nextel Spectrum Acquisition Corp.

(14) STREET ADDRESS LINE NO. 1

2001 Edmund Halley Drive

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Reston

(17) STATE

VA

(18) ZIP CODE

20191

(19) DAYTIME TELEPHONE NUMBER (include area code)

703-433-4000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0003768553

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WLY459

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

220.00

(27A) TOTAL FEE

220.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WLY545

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

1

(26B) FEE DUE FOR (PTC)

220.00

(27B) TOTAL FEE

220.00

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

WLY546

(24C) PAYMENT TYPE CODE

TIC

(25C) QUANTITY

1

(26C) FEE DUE FOR (PTC)

220.00

(27C) TOTAL FEE

220.00

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

WLY560

(24D) PAYMENT TYPE CODE

TIC

(25D) QUANTITY

1

(26D) FEE DUE FOR (PTC)

220.00

(27D) TOTAL FEE

220.00

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

WLY561

(24E) PAYMENT TYPE CODE

TIC

(25E) QUANTITY

1

(26E) FEE DUE FOR (PTC)

220.00

(27E) TOTAL FEE

220.00

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

WLY569

(24F) PAYMENT TYPE CODE

TIC

(25F) QUANTITY

1

(26F) FEE DUE FOR (PTC)

220.00

(27F) TOTAL FEE

220.00

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159-C

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)Page No 3 of 3USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Nextel Spectrum Acquisition Corp.

(14) STREET ADDRESS LINE NO. 1

2001 Edmund Halley Drive

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Reston

(17) STATE

VA

(18) ZIP CODE

20191

(19) DAYTIME TELEPHONE NUMBER (include area code)

703-433-4000

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0003768553

(22) FEE USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

WLY570

(24A) PAYMENT TYPE CODE

TIC

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

220.00

(27A) TOTAL FEE

220.00

(28) FEE USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

WLY576

(24B) PAYMENT TYPE CODE

TIC

(25B) QUANTITY

1

(26B) FEE DUE FOR (PTC)

220.00

(27B) TOTAL FEE

220.00

(28) FEE USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

WLY577

(24C) PAYMENT TYPE CODE

TIC

(25C) QUANTITY

1

(26C) FEE DUE FOR (PTC)

220.00

(27C) TOTAL FEE

220.00

(28) FEE USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

WLY721

(24D) PAYMENT TYPE CODE

TIC

(25D) QUANTITY

1

(26D) FEE DUE FOR (PTC)

220.00

(27D) TOTAL FEE

220.00

(28) FEE USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

WLY681

(24E) PAYMENT TYPE CODE

TIC

(25E) QUANTITY

1

(26E) FEE DUE FOR (PTC)

220.00

(27E) TOTAL FEE

220.00

(28) FEE USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

(28) FEE USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2



FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION
LICENSE

FCC Form 327

SCHEDULE A. Type of Application, Applicant Information, Contact Information, and Station Record Information

1. (a) Type of Application: (Check only one box)

- ☐ New License
☒ Transfer of Control
☐ Assignment of License

- ☐ Major Amendment of Application
☐ Minor Amendment of Application
☐ Modification of License
☐ Renewal of License

(b) Type(s) of Amendment(s) or Modification(s):
(Check the appropriate box(es)).

- ☐ Add Channel(s)
☐ Change Transmitter
☐ Change Transmit Site
☐ Increase Operating Power
☐ Change Emission Code
☐ Minor Modifications
- ☐ Change Antenna Height
☐ Change Antenna Structure Height
☐ Change Antenna System
☐ Add Receive Site(s)
☐ Change Receive Site(s)
☐ Other (specify in item 8)

(c) If this application modifies an existing station, provide the call sign: _____

N/A

If this application amends a pending application, provide the file number: _____

N/A

2. (a) Applicant Information

FIRN 0012468146		EIN or SSN 20-2065860	
Legal Name S-N Merger Corp.		Business Name (if applicable)	
Mailing Address 401 9th Street, NW - Suite 400			
City Washington	State DC	Zip Code 20004	Telephone (202) 585-1925

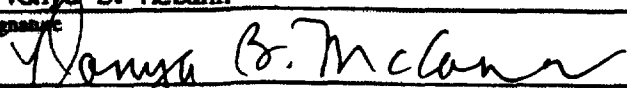
(b) Contact Information

Contact Name Philip L. Verveer		Business Name Willkie Farr & Gallagher LLP	
Mailing Address 1875 K Street, NW		E-mail Address pverveer@willkie.com	
City Washington	State DC	Zip Code 20006	Telephone (202) 303-1000

(c) Address where Station's Records will be Maintained

Address 2001 Edmund Halley Drive			
City Reston	State VA	Zip Code 20191	Telephone (703) 433-4000

3. Will the applicant provide program material to eligible systems other than those which the applicant owns or operates? If "YES," attach as Exhibit A-1 a copy of a written contract specifying that service will be provided on a non-profit, cost-sharing basis or a copy of a written statement specifying that service will be provided without charge.		X
4. (a) Has the applicant or any of its controlling parties had any FCC station license, permit, or authorization revoked? If "YES," attach as Exhibit A-2 a statement identifying the license, permit, or authorization revoked and the circumstances relevant to the revocation.		X
(b) Is the applicant or any of its partners, members, or owners, a foreign government or the representative thereof?		X
5. If this is a renewal, indicate whether legal or engineering changes have been made since the last license application.	N/A	
6. Attach as Exhibit A-3 a statement showing that the applicant is eligible pursuant to 47 C.F.R. § 78.13 to be a licensee.	N/A	
7. For a new station or major change, (e.g., a change in azimuth or transmit antenna or an increase in power or frequency, etc.) attach as Exhibit A-4 a statement or showing detailing the results of a frequency coordination study performed pursuant to 47 C.F.R. § 78.36 by a technically qualified person or entity (e.g., local coordinating committee, frequency coordinator, etc.).	N/A	
8. List all attachments, exhibits, and or specifications that will be included on this schedule: Exhibit 1 - List of Call Signs		

CERTIFICATION	
All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in the application.	
The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to 47 C.F.R. § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under 47 C.F.R. § 1.2002(c). See 47 C.F.R. § 1.2002(b) for the definition of "party to the application" as used in this certification.	
The applicant certifies that the applicant has a current copy of the Commission's rules governing the Cable Television Relay Service (CARS).	
The applicant waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same whether by license or otherwise and requests an authorization in accordance with this application.	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.	I CERTIFY that the statements in this application are true, complete, and correct to the best of my knowledge and belief and are made in good faith.
Print Full Name Vonya E. McCann	Print Title Senior Vice President - Federal External Affairs
Signature 	Date (mm/dd/yyyy) 2/8/05

APPLICATION FOR CABLE TELEVISION RELAY SERVICE STATION LICENSE

SCHEDULE B. Control and Ownership Information *(The information submitted in this schedule should enable the Commission to identify all entities which either directly or indirectly control the applicant.)*

SECTION I. Control and Ownership

1. The following information must be provided for the applicant; for each member or partner, if the applicant is an unincorporated association or partnership; and for each cable television owner or operator, if the applicant is a cooperative enterprise wholly owned by cable television owners or operators. Indicate the legal name; the entity (if the entity has no EIN use Social Security Number (SSN)), the type of entity (1 = Individual, 2 = Partnership, 3 = Corporation, 4 = Unincorporated Association, or 5 = Governmental Entity); the Internal Revenue Service Employer Identification Number (EIN) used by the entity (if the entity has no EIN, use the applicant's Social Security Number (SSN)). If the entity is a non-governmental corporation, indicate the state under whose laws the corporation is organized.

S-N Merger Corp.	20-2065860	3	DE
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2. Attach as Exhibit B-1 the information requested of the applicant in item 1 for each entity which either directly or indirectly controls the applicant. Place this information in a detailed block diagram or family tree showing the direct or indirect control of the applicant, including percentage of control, including the final controlling entity or entities. The final controlling entity or entities should be specifically identified.

SECTION II. Assignment of License or Transfer of Control

Attach as Exhibit B-2 a statement describing the proposed assignment of license or transfer of control. The assignment of license or transfer of control shall not be completed until authorized by the Commission. The Commission must be notified of consummation no later than 30 days after it occurs.

Licensee Information

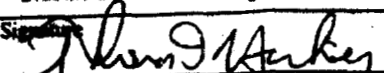
FRN 0003768553			
Legal Name (if person, last name first) Nextel Spectrum Acquisition Corp.		Business Name	
Mailing Address 2001 Edmund Halley Drive	City Reston	State VA	Zip Code 20191
Telephone No. (703) 433-4000	E-mail Address robin.cohan@nextel.com		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE OR IMPRISONMENT OR BOTH. See 18 U.S.C. § 1001.			
Print Full Name Thomas D. Hickey		Print Title Assistant Secretary	
Signature 		Date (mm/dd/yyyy) 2/8/05	

Exhibit 1

<u>Call Sign</u>	<u>State</u>	<u>Market</u>	<u>Licensee</u>
WLY457	VA	Norfolk	NexTel Spectrum Acquisition Corp.
WLY458	VA	Norfolk	NexTel Spectrum Acquisition Corp.
WLY459	VA	Norfolk	NexTel Spectrum Acquisition Corp.
WLY545	VA	Norfolk	NexTel Spectrum Acquisition Corp.
WLY546	VA	Norfolk	NexTel Spectrum Acquisition Corp.
WLY560	VA	Norfolk	NexTel Spectrum Acquisition Corp.
WLY581	VA	Norfolk	NexTel Spectrum Acquisition Corp.
WLY589	MA	Boston	NexTel Spectrum Acquisition Corp.
WLY570	MA	Boston	NexTel Spectrum Acquisition Corp.
WLY576	MA	Boston	NexTel Spectrum Acquisition Corp.
WLY577	MA	Boston	NexTel Spectrum Acquisition Corp.
WLY721	TX	Ft. Worth	NexTel Spectrum Acquisition Corp.
WLY881	CA	Los Angeles	NexTel Spectrum Acquisition Corp.

Exhibit B-1

S-N Merger Corp., 6200 Sprint Parkway, Overland Park, KS 66251, a Delaware corporation, is a wholly owned subsidiary of Sprint Corporation ("Sprint"), 6200 Sprint Parkway, Overland Park, KS 66251, a Kansas corporation. (See diagram below.)

Sprint Corporation
(EIN: 480457967)
100%




S-N Merger Corp.
(EIN: 202065860)

No person or entity directly or indirectly owns ten percent (10%) or more of the voting or equity stock of Sprint Corporation.

Upon consummation of the transaction following Commission approval, Nextel Communications, Inc. ("Nextel") will merge into S-N Merger Corp. Sprint will be renamed Sprint Nextel. Pre-closing shareholders of Sprint and Nextel will own approximately 52% and 48%, respectively, of the stock of Sprint Nextel.

Please refer to the Sprint Corporation Form 602 (on file with the Commission) for a detailed description of the structure of Sprint Corporation.



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(FCC Electronic filing Systems)

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202-418-2222

Monday-Friday
9:30am-4:00pm

Start New Application

Streamlined Authorization (Form 312 EZ)

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Application Tools:

My Filings		My Drafts	My Completed Actions	Other IBFS Filings	
Select	File Number Application Description	CallSign	Applicant Name	Date Filed	Status
<input type="checkbox"/>	ITC-T/C-20050208-00044/ The application seeks Commission approval for the Transfer of Control of Nextel's international global resale Section 214 authorization to S-N Merger Corp., as part of a larger transaction involving the merger of Sprint and Nextel.		Nextel Communications, Inc.	02/08/2005	System Entry

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:
Nextel Communications, Inc. Section 214 Transfer of Control

1. Legal Name of Applicant

Name:	Nextel Communications, Inc.	Phone Number:	703-433-4000
DBA Name:		Fax Number:	703-433-4035
Street:	2001 Edmund Halley Drive	E-Mail:	robert.mcnamara@nextel.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191 -
Attention:	Robert H McNamara		

2. Name of Contact Representative (If other than applicant)

Name:	Laura H. Phillips	Phone Number:	202-842-8891
Company:	Drinker Biddle & Reath LLP	Fax Number:	202-842-8465
Street:	1500 K Street, NW Suite 1100	E-Mail:	lphillips@dbr.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20005-
Contact Title:		Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

File Number: IT C214199707230 0428	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
---	---------------------	---------------------	---------------------	---------------------	---------------------	---------------------	---------------------

5. Name of Section 214 Authorization Holder

Name:	Nextel Communications, Inc.	Phone Number:	703-433-4000
DBA Name:		Fax Number:	703-433-4035
Street:	2001 Edmund Halley Drive	E-Mail:	robert.mcnamara@nextel.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191
Attention:	Robert H. McNamara		

6. Name of Assignor / Transferor

Name:	Nextel Communications, Inc.	Phone Number:	703-433-4000
Company:	Nextel Communications, Inc.	Fax Number:	703-433-4035
Street:	2001 Edmund Halley Drive	E-Mail:	robert.mcnamara@nextel.com
City:	Reston	State:	VA
Country:	USA	Zipcode:	20191
Contact Title:	Robert H. McNamara, Senior Counsel - Reg	Relationship:	Same

7. Name of Assignee / Transferee

Name: S-N Merger Corp

Phone Number: 202-585-1925

DBA Name:

Fax Number: 202-585-1892

Street: 401 9th Street, NW

E-Mail: tony.traini@mail.sprint.com

Suite 400

City: Washington

State: DC

Country: USA

Zipcode: 20004

Attention: Anthony Traini

8a. Is a fee submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

The application seeks Commission approval for the Transfer of Control of Nextel's international global resale Section 214 authorization to S-N Merger Corp., as part of a larger transaction involving the merger of Sprint and Nextel.

10. In Attachment 1, please respond to paragraph (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

☒ No

☐ Yes

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes

☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

Applicant certifies that its responses to questions 21 through 25 are true:

<p>21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.</p>	<p><input type="radio"/> No <input checked="" type="radio"/> Yes</p>
<p>22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)</p>	<p><input type="radio"/> No <input checked="" type="radio"/> Yes</p>
<p>23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.</p>	<p><input checked="" type="radio"/> No <input type="radio"/> Yes</p>
<p>24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>	<p><input type="radio"/> No <input checked="" type="radio"/> Yes</p>
<p>25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>	<p><input type="radio"/> No <input checked="" type="radio"/> Yes</p>